

ST. AUGUSTINE HIGH SCHOOL FOOTBALL BOOSTERS
BY-LAWS

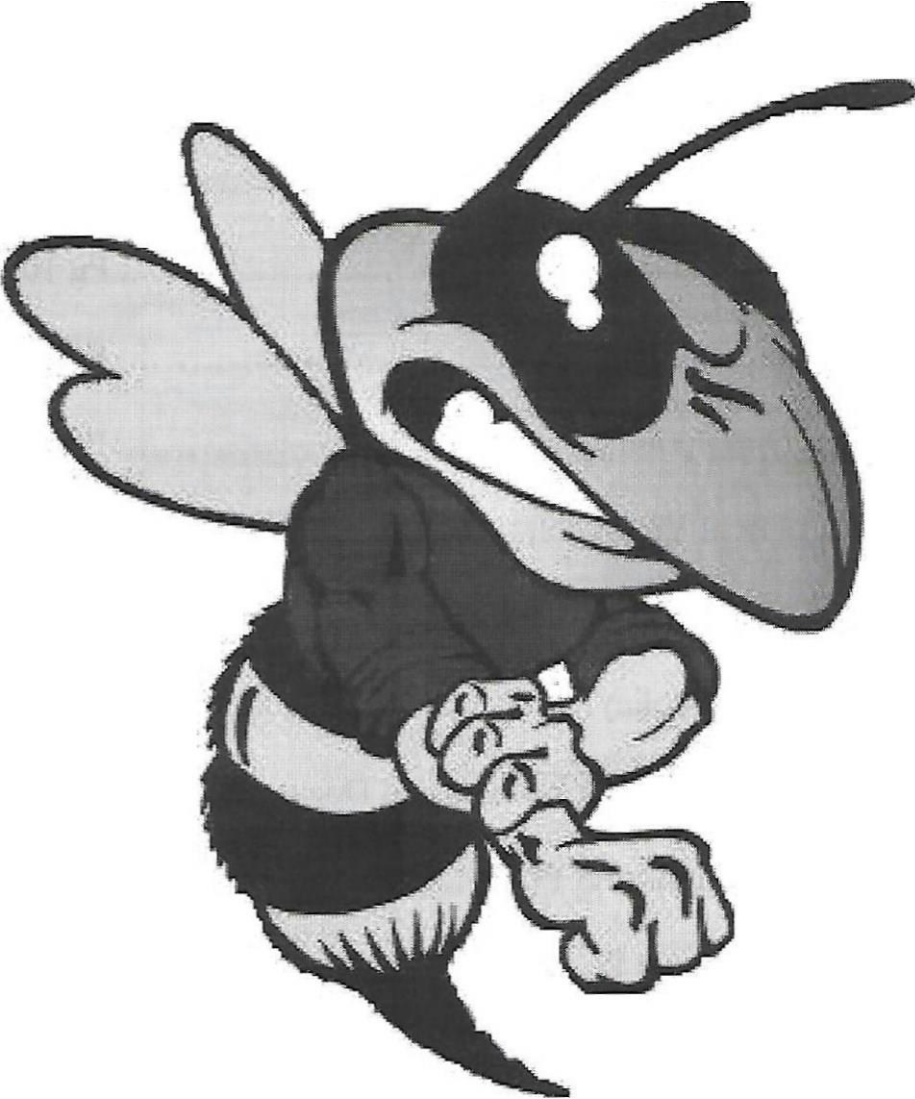


TABLE OF CONTENTS

Article I	Name and Purpose	Pg.3
Article II	Membership and Dues	Pg.4
Article III	Membership Meetings	Pg.5
Article IV	Officers	Pg.6
Article V	Board of Directors	Pg.10
Article VI	Book and Records	Pg.12
Article VII	Indemnification	Pg.13
Article VIII	Dissolution	Pg.14
Article IX	Fiscal Year	Pg.15
Article X	Conflict of Interest	Pg.16
Article XI	Fraud Policy	Pg.17
Article XII	Destruction of Records and Documents	Pg.18
Article XIII	Whistleblower Policy	Pg.19
Article XIV	Investment Policy	Pg.20
Article XV	Amendments	Pg.21
	Approval Signatures	Pg.22

ARTICLE I

NAME AND PURPOSE

The name of the boosters shall be the St. Augustine High School (SAHS) Football Boosters, Inc. The principle office for the transaction of the business of the organization shall be located in St. Augustine, St. Johns County, Florida.

The purposes for which the Boosters are formed are as follows:

Section 1. As an active group of SAHS alumni, parents, business associates and concerned members of the community, we will strive to improve the football program at St. Augustine High School. These improvements will consist of, but not be limited to, furnishing athletic facilities and fields, providing top quality meals and transportation for our student athletes.

Section 2. It is our purpose to work in conjunction with the Coaches, Faculty and Staff of SAHS to improve all aspects of our football program and to promote high academic standards.

Section 3. It is our purpose to assist in building character and commitment, to set high moral examples, to teach honesty, courtesy, respect and discipline. It is not our intent to make all of our athletes winners, but to instill a winning attitude in all of our athletes.

ARTICLE II

MEMBERSHIP AND DUES

Section 1. The qualifications for the Boosters' membership are a voluntary expression of genuine interest in the football program for the purposes listed in article I, above.

Section 2. Membership dues shall be determined by the Board of Directors each year. These funds are a voluntary donation to the Booster Club and are not mandatory to be an active member of the Boosters.

Section 3. Any member may be expelled from the Boosters for any action displaying unbecoming good sportsmanship at football games or Booster functions, with a seventy-five percent (75%) majority vote of the members present at a Booster meeting.

Section 4. No person who is now, or who later becomes an officer, director or member of this organization shall be personally liable for any indebtedness or liability, and any and all creditors of this organization shall look only to the assets of this organization for payment.

Section 5. A quorum for any meeting of the members shall be a majority of the members in attendance. 51% (5) Board Members must be present.

Section 6. The members, other than the Board of Directors, shall be of an advisory capacity. The duties and privileges of the members shall be determined by the Board of Directors

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. The Booster Officers shall meet prior to the general membership meeting as needed, which will be held on the Second Tuesday of each month. Special meetings may be called at any time by the President of the organization or by any two directors.

Section 2. At any meeting, fifty-one percent (51%) of the Board officers must be present to constitute a quorum for all Booster business.

Section 3. Each board position shall be entitled to one vote. Votes may be accepted via conference call.

Section 4. New officers will be elected at the February business meeting. New officers will be installed at the April meeting. If any member of the Board does not attend three (3) consecutive official Board meetings then he/she shall be removed from the Board at the third missed meeting and a new board member shall be voted in during that third meeting.

Section 5. By-Law changes may be made with a quorum of the Board present and a fifty-one percent (51%) vote.

Section 6. Order of Business for Booster meetings:

- A. Determination of quorum.
- B. Reading and/or reviewing of the minutes of the previous meeting.
- C. Reading of the Treasurer's report and financial statement.
- D. Report from Public Relations Chairperson on new members.
- E. Report from Varsity Chairperson.
- F. Report from Junior Varsity and Freshman chairpersons.
- G. Old business
- H. New business

ARTICLE IV

OFFICERS

PRESIDENT

VICE-PRESIDENT SECRETARY

TREASURER

VARSITY CHAIRPERSON

JUNIOR VARSITY CHAIRPERSON

PUBLIC RELATIONS CHAIRPERSON

SPONSORSHIP CHAIRPERSON

Section 1. The officers shall serve as the Board of Directors of the Booster Club. The Officers shall serve for one year unless they are re-elected. The officers may serve one or more terms. Each officer shall remain in office until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

Section 2. To be eligible for an office, a candidate must have been a member and shown an active interest in Booster activities.

Section 3. The newly elected officers shall be installed and take office at the April monthly business meeting. All records, bank accounts (after reconciliation), etc., shall be transferred to the new officers by the May meeting.

Section 4. Should the office of President become vacant for any reason, the Vice-President shall succeed to the Presidency for the un-expired term. Vacancies for all other officers shall be filled at a special election held at the next scheduled monthly business meeting.

Section 5. President-

- A. Shall preside at all meetings.
- B. Shall be the Chairman of the Board of Directors.
- C. Shall appoint chairpersons for committees.

D. Shall serve as liaison between the School, Faculty and the Booster Club.

E. May be authorized to sign checks on the Boosters' bank account with the counter signature of one other authorized Board Member.

F. President or another Board member presides over the counting of monies made at the Concession Stand after each home game.

Section 6. Vice-President-

A. Shall, in the event of the absence of the President, or in the event of the President's inability to exercise the power of the Presidency, become acting president.

B. Shall be the executive member of all committees.

C. May be authorized to sign checks on the Booster bank account with the counter-signature of one other authorized Board member.

D. Vice-President or another Board member presides over the counting of monies made at the Concession Stand after each home game.

Section 7. Secretary-

A. Shall keep all the minutes of all organizational meetings.

B. Shall keep all written records for the organization.

C. Shall attend to all correspondence of the organization.

D. May be authorized to sign checks on the Booster bank account with the counter-signature of one other authorized Board member.

E. Shall exercise any other duties incidental to the office of Secretary.

- F. Secretary or another Board member presides over the counting of monies made at the Concession Stand after each home game.

Section 8. Treasurer-

- A. The treasurer or any two Board Members shall participate in the counting of monies made in the Concession Stand after each home game.
- B. Shall be responsible for the depositing of said counted funds into the existing Boosters' bank account.
- C. Shall receive and deposit all other funds coming into the Booster Organization into the existing Boosters' bank account.
- D. Shall balance said account monthly and render a monthly written account of the finances of the Boosters, with this statement being attached to the minutes of the regular monthly business meeting.
- E. Shall be responsible for timely completion and filing of the Boosters' Federal Income Tax Return, and any other documents deemed necessary.
- F. Any two Executive Board Members shall be authorized to sign checks on the Booster bank account.
- G. Shall exercise any other duties assigned to the treasurer.

Section 9. Varsity Chairperson-

- A. Shall be in charge of organizing the feeding of the varsity team by the community churches, community businesses and other interested organizations.
- B. Shall be in charge of organizing specific functions and coordinating with other members as delegated.

- C. Shall exercise any other duties assigned to the Function Chairperson.

Section 10. Junior Varsity (JV) Chairperson-

- A. Shall be responsible for coordinating the feeding of the JV team.
- B. Shall exercise any other duties assigned to the Function Chairperson.

Section 11. Public Relations (PR) Chairperson-

- A. Shall be responsible for the dissemination of information to the public, regarding Booster activities. Including, but not limited to, publishing the membership meeting schedule, newsletter and other or items deemed necessary.
- B. Shall exercise any other duties assigned to the Public Relations Chairperson.

Section 12. Sponsorship Chairperson-

- A. Shall be responsible for contacting any and all parties interested in purchasing a sign or in any way interested in sponsoring the Boosters'.
- B. Shall exercise any other duties assigned to the Sponsorship Chairperson.

ARTICLE V

BOARD OF DIRECTORS

Section 1. All of the aforementioned officers shall, by virtue of their office, be members of the Board of Directors and able to vote on any and all issues concerning the Boosters.

Section 2. The day-to-day business of this organization shall be managed by the Board of Directors, consisting of the aforementioned officers and chairpersons. The number of directors may be increased or decreased by the Board of Directors except at no time shall the board be comprised of less than three (3) members.

Section 3. Subject to the limitations of the organizations documents, other sections of the by-laws and the laws of the state of Florida, all powers of the organization shall be exercised by or under the authority of, and the business and affairs of the organization shall be controlled by the Board of Directors. The Board of Directors shall have all powers permitted a Board of Directors by the laws of the state of Florida unless restricted by the articles of organization or these by-laws. The Board of Directors' powers shall include, but not limited to the following:

- A- Establish a membership structure
- B- Determine membership, duties and privileges

Section 4. The principle place of business shall be in St. Augustine, St. Johns County, Florida and all records of the organization shall be maintained with the officer in charge thereof. The directors may from time to time designate a different principle place of business or depository of records of the organization by majority vote of the Board of Directors.

Section 5. Regular meetings of the members shall be held at any place that has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of this designation, regular meetings shall be held at St. Augustine High School. Special meetings of the Board of Directors may be held at a place designated or at the principal's office.

Section 6. Any action by the Board of Directors may be taken without a meeting if all members of the board individually and collectively consent to this action. Such consents if not in writing shall be reduced to writing and all consents shall be filed with the minutes of the proceedings of the board.

ARTICLE VI

BOOK AND RECORDS

The organization shall keep correct books and records of account and shall keep minutes of the proceedings of its membership, Board of Directors and committees. The organization shall keep its registered office and principle place of business, a record of its membership, giving name and address of all members.

Section 2. Not later than four months after closing of each fiscal year, this organization shall prepare a compiled balance sheet showing in reasonable detail the financial condition of the organization as of the close of its fiscal year. The balance sheet and income statement shall be kept for at least five (5) years and shall be subject to inspection by any member.

ARTICLE VII

INDEMNIFICATION

The organization shall indemnify and hold harmless the officers of the organization from and against any cause and causes of liability, losses and damage of any kind of nature, including any reasonable attorney's fee and expenses incurred in connection with the execution of the duties or the exercise of their discretion taken on behalf of the organization, except when the same is judicially determined to be gross negligence or willful misconduct of such persons. Nevertheless, the organization shall be given reasonable notice by such persons of any such action or causes of action and be given a reasonable opportunity to assume the defense against the same to indemnify and hold harmless said persons therefrom.

ARTICLE VIII

DISSOLUTION

In accordance with Section 501 (c) (3) of the Federal Internal Revenue Code, the organization shall operate exclusively as a non-profit organization for the purposes set forth in Article I above. No part of the net earnings of the organization shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the organization shall be for carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

No part of the earnings or assets of the organization shall inure to the benefit of its members, directors or officers or other private persons, except that of reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in the organizational documents.

Further, upon dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organizations organized and operated for charitable, educational and such other pursuits similar to the organization under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets so disposed shall be disposed by the court of jurisdiction, County of St. Johns, Florida, or whatever special provision as may be specified in the by-laws of the organization under the same code of the Internal Revenue Service, and none of the assets will be distributed to any member, officer or director of this organization.

ARTICLE IX

FISCAL YEAR

The SAHS Football Booster fiscal year shall be from June 1 through May 31.

ARTICLE X

CONFLICT OF INTEREST

A conflict of interest may exist where a Board Officer is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Board Officer has a material financial interest or of which the Board Officer is an officer, director or general partner. Where a possible conflict of interest exists, the Board Officer with the conflict shall ensure that the material facts of the transaction are known or disclosed to the remaining Board Officers, committee members or members who authorize, approve or ratify the transaction. This Board Officer shall abstain from voting on any such actions where a potential conflict of interest may exist.

ARTICLE XI

FRAUD POLICY

This policy applies to any fraud, or suspected fraud, which is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury, involving officers, members or directors as well as vendors or other outside organizations doing business with the SAHS football boosters. Any fraud that is detected or suspected should be brought to the attention of the President or any other officer using the hierarchy set for in Article IV. The reporting individual should not confront the suspected individual nor should they discuss the case, facts, suspicions or allegations with anyone to avoid damaging the reputations of the suspected person until a full and complete investigation is conducted. The final decision for discipline, to include but not limited to criminal investigation, will be at the discretion of the Board of Directors. Actions constituting fraud include but are not limited to:

- A. Any dishonest or fraudulent act
- B. Forgery or alteration of a check, bank draft, or any other financial document
- C. Misappropriation of funds, supplies or other assets
- D. Improperly handling or reporting of money or financial transactions
- E. Destruction, removal or inappropriate use of records, furniture, fixtures and equipment
- F. Suspected improprieties concerning moral, ethical or behavioral conduct

Officers investigating suspected fraud will have free and unrestricted access to all records and documents and the authority to photocopy any as needed for purposes of the investigation. Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title or relationship to the organization.

ARTICLE XII

DESTRUCTION OF RECORDS AND DOCUMENTS

The purpose of the records destruction and retention policy is to set guidelines for the handling of all material correspondence and the organizations historical archives. All such material should be disposed of in such a manner that the material will not be usable or obtainable by anyone outside the organization. These methods include but are not limited to:

A- Incineration

B- Shredding

All financial records may be disposed of every five (5) years with the exception of the year end statement which must be kept indefinitely. A copy of each Booster meetings minutes will also be kept indefinitely. Any correspondence not deemed essential to the organization may be disposed of after all of the organizations officers have reviewed such correspondence. Any other correspondence or records deemed essential to the organization may be disposed of after 3 years.

Any document or record shall be disposed of by one of the above approved procedures and shall be witnessed by no less than one additional organization officer.

ARTICLE XIII

WHISTLEBLOWER POLICY

The objective of the whistleblower policy is to establish a policy and procedure for:

A-The submission of concern regarding questionable accounting or auditing matters by directors, officers or any other stakeholder on a confidential and anonymous basis

B-The receipt, retention and treatment of complaints received by the organization regarding accounting, internal controls or auditing matters

C-The protection of directors, officers or volunteers reporting concerns from retaliatory actions

Any director, officer or volunteer has an obligation to report any questionable or improper accounting or auditing matter. Any concern that is detected or suspected should be brought to the attention of the President or any other officer using the hierarchy set for in Article IV. Any director, officer or volunteer who retaliates against someone who has reported a concern in good faith is subject to dismissal as decided upon by the Board of Directors. All concerns brought forth in good faith shall be acted upon by the Board of directors immediately. If warranted by the investigation, a corrective action will be recommended and will include a conclusion and/or follow up for complete closure of the concern. Anyone reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates improper accounting or auditing practice. The act of making allegations that prove to be unsubstantiated and that prove to have been made maliciously, recklessly or with foreknowledge that the allegations are false will be viewed as in such a manner that dismissal could result as directed by the Board of Directors. All reports of concerns will be treated as confidential to the extent possible and anyone disclosing said report could be dismissed as directed by the Board of Directors.

ARTICLE XIV

INVESTMENT POLICY

The investment policy provides for the establishment and maintenance of an endowment fund for the mission and administration of said account. The policy is set forth to:

- A-Define and assign responsibilities of all involved parties
- B-Manage fund assets according to prudent standards
- C- Establish a clear understanding for all involved parties of the investment goals and objectives

Ultimate authority for all matters concerning the fund rests with the Board of Directors and will be in line with the organizations policies and guidelines. Funds should be invested with every effort to preserve capital and make reasonable efforts to control risk. As a general policy guideline all investments must be in Certificates of Deposit (CD's). The Board of Directors will, at least quarterly, review and measure the performance of the total portfolio.

ARTICLE XV

AMENDMENTS

Amendments to these by-laws shall be proposed at a Board meeting and then voted on at a regular business meeting. An affirmative vote of fifty-one percent (51 %) of all members present is necessary to confirm any proposed amendment.

APPROVAL SIGNATURES

President _____

Vice-President _____

Secretary _____

Treasurer _____

Varsity Chairperson _____

Junior Varsity Chairperson _____

Public Relations Chairperson _____

Sponsorship Chairperson _____